

2nd September, 2023

To,
The Compliance Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

Scrip Code: 526325

Dear Sir/Ma'am,

To,
The Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block 'G'
Bandra Kurla Complex
Bandra (E), Mumbai-400 051

Scrip Code: ORIENTLTD

Subject: 35th Annual General Meeting of the Members of the Company.

This is to inform you that the 35th Annual General Meeting ("AGM") of the Members of the Orient Press Limited (the Company) will be held on Monday, September 25, 2023 at 11.30 A.M. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

In compliance with the relevant circulars, the Annual Report for the financial year 2022-23, comprising the Notice of the 35th AGM (Notice enclosed), Audited Financial Statements for the financial year 2022-23 along with Auditor's report, Board's Report and other documents required to be attached thereto, is being sent in electronic mode to all the Members of the Company whose email address is registered with the Company / Company's Registrar and Transfer Agent/ Depository Participant(s) DP. The said Annual Report is also available on the website of the Company, that is, www.orientpressltd.com.

This is for your information and records

Thanking you

Yours faithfully

For **ORIENT PRESS LIMITED**

SHUBHANGI LOHIA

Digitally signed by SHUBHANGI
LOHIA
Date: 2023.09.02 15:46:33 +05'30'

Shubhangi Lohia

Company Secretary & Compliance Officer

Place: Mumbai

Encl: As above

Copy to:

National Securities Depository Limited
Compliance Department Trade World,
A Wing, 4th & 5th Floors,
Kamala Mills Compound,
Lower Parel,
Mumbai- 400 013

Central Depository Services (India) Limited
Marathon Futurex,
A-wing, 25th Floor,
NM Joshi Marg,
Lower Parel,
Mumbai-400 013

ORIENT PRESS LIMITED

NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of the Members of **Orient Press Limited** ("the COMPANY") (CIN: L22219MH1987PLC042083) will be held on Monday, September 25, 2023 at 11.30 A.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") in accordance with the relevant circulars issued by the Ministry of Corporate Affairs, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 together with the Board's Report and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Prakash Maheshwari (DIN:00249736), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. To Ratify the Remuneration of Cost Auditors.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force the remuneration of ₹2,50,000/-plus GST and reimbursement of out of pocket expenses at actuals, if any, incurred in connection with the audit payable to M/s Bhanwarlal Gurjar & Co., CMA, Surat, (Membership No. 22597), who were appointed by the Board of Directors as Cost Auditors of the Company to conduct cost audits relating to cost records of the Company for the financial year ended March 31, 2023 be and is hereby ratified and confirmed;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all acts and take all such steps as may be necessary, proper or expedient for the purpose of giving effect to this resolution."

4. To continue the Directorship of Mr. Kannan Ramamirtham (DIN: 00227980) as an "Independent Director" of the Company on attaining Age of 75 Years.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1A) & other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) and/or enactment(s) thereof for the time being in force, consent of the Members of the Company be and is hereby accorded for continuing the Directorship of Mr. Kannan Ramamirtham (DIN:00227980) as an Independent Director of the Company for his remaining tenure i.e. from 2nd June, 2024 to the conclusion of 36th Annual General Meeting of

the Company to be held in Calendar year 2024 on vacating his office on 2nd June, 2024 on attaining Age of 75 Years."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to this resolution".

5. Not to fill the vacancy of Mr. Sanjay Maheshwari who retires by rotation & does not seek re-election:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Sanjay Maheshwari (DIN: 00250072) a Director, liable to retire by rotation, who does not seek re-election, not be appointed as a Director of the Company.

RESOLVED FURTHER THAT the vacancy, so created on the Board of Directors of the Company, not be filled".

6. To Re-appoint Mr. Ramvilas Maheshwari as Managing Director of the Company.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Ramvilas Maheshwari (DIN:00250378) as Managing Director of the Company for a period of three years with effect from 1st October, 2023 to 30th September, 2026 on the remuneration and other terms and conditions details of which are given in Explanatory Statement at item no. 4 annexed hereto;

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/consent from the government departments, as may be required in this regard."

7. To Re-appoint Mr. Rajaram Maheshwari as a Whole Time Director of the Company.

To consider and, if thought fit, to pass with or without modification/(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Rajaram Maheshwari (DIN:00249954) as Whole Time Director, designated as Executive Director of the Company for a period of three years with effect from 1st October, 2023 to 30th September, 2026 on the remuneration and other terms and conditions details of which are given in Explanatory

Statement at item no. 5 annexed hereto;

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/consent from the government departments, as may be required in this regard.”

8. To Re-appoint Mr. Prakash Maheshwari as a Whole Time Director of the Company.

To consider and, if thought fit, to pass with or without modification/(s), the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Prakash Maheshwari (DIN:00249736) as Whole Time Director of the Company for a period of three years with effect from 1st November, 2023 to 31st October, 2026 on the remuneration and other terms and conditions details of which are given in Explanatory Statement at item no.6 annexed hereto;

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/consent from the government departments, as may be required in this regard.”

9. To approve the payment of remuneration to Executive Directors who are Promoters in excess of 5% of the net profits of the Company in a year as per Regulation 17(6) (e)(ii) of SEBI (LODR) Regulations 2015.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Regulation 17(6)(e)(ii) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, the consent of the Members of the Company be and is hereby accorded for the payment of remuneration to Mr. Ramvilas Shankarlal Maheshwari, Chairman & Managing Director, Mr. Rajaram Shankarlal Maheshwari, Executive Director and Mr. Prakash Maheshwari Whole-Time Director of the Company, notwithstanding that their aggregate annual remuneration exceeds 5 per cent of the net profits of the Company in a financial year, calculated as per the provisions of Section 198 of the Companies Act, 2013, during their term from 1st October, 2023 to 30th September, 2026 of Mr. Ramvilas Shankarlal Maheshwari & Mr. Rajaram Shankarlal Maheshwari and from 1st November, 2023 to 31st October, 2026 of Mr. Prakash Maheshwari.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all steps as may be necessary, proper and expedient to give effect to this Resolution.”

10. To approve Alteration of the Object Clause of the Memorandum of Association of the Company.

To consider and, if thought fit, to pass with or without modification/(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 13(1) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals as may be necessary or required, consent of the Members of the Company be and is hereby accorded for alteration of Clause III (A) of the Memorandum of Association of the Company relating to its Main Objects by adding the following sub-clause as 1A after the existing clause 1:

“1A To carry on business of manufacturing, processing, selling, mixing, compounding, importers, exporters, commission agents, suppliers, representatives and dealers in all kinds of Candles, incense sticks, Fragrances, Perfumes, and other Aroma Products”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as in their absolute discretion may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/consent as may be required in this regard.”

11. To approve Acceptance of fixed deposits from the Member of the Company.

To consider and, if thought fit, to pass with or without modification/(s), the following Resolution as an **Ordinary Resolution**:-

“**RESOLVED THAT** pursuant to the provisions of Section 73(2) of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 (including any Statutory modification/(s) or re-enactment thereof for the timing in force) and in supersession of the Ordinary Resolution passed in the 26th Annual General Meeting of the Company held on 27th September, 2014, consent of the members of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as “the Board”) to accept Fixed deposits from the Members of the Company from time to time up to a limit of ₹8 crores outstanding at any one time on net out basis i.e. excluding the amount of fixed deposits repaid/renewed from the new fixed deposits accepted/renewed during any Financial year on such terms & conditions as may be fixed by the Board subject to the Compliance of applicable provisions of Section 73 of the Companies Act, 2023 and the Companies (Acceptance of Deposits) Rules, 2014.”

**By Order of the Board of Directors
For Orient Press Limited**

**Shubhangi Lohia
Company Secretary & Compliance Officer**

Place: Mumbai
Date: August 12, 2023

Registered Office:
L-31,MIDC, Tarapur Industrial Area,
Boisar 401 506, Dist. Palghar, Maharashtra
CIN: L22219MH1987PLC042083
Website: www.orientpressltd.com;
Email: share@orientpressltd.com

ORIENT PRESS LIMITED

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 05, 2020 read with circulars dated April 08, 2020, April 13, 2020, January 13, 2021, May 5, 2022 and December 28, 2022 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("the Meeting") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI Circular, the Meeting of the Company is being held through VC / OAVM.
2. The Explanatory Statement setting out the material facts, pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business set out at Item No. 3 to 11 of the accompanying Notice is annexed hereto.
3. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Pursuant to Section 113 of the Act representatives of Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the Meeting to be conducted through VC/ OAVM. Corporate Members intending to attend the Meeting through their authorized representatives are requested to send a Certified True Copy of the Board Resolution / Power of Attorney, (PDF/ JPG Format) if any, authorizing its representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Company by email through its registered email address to shubhangi.lohia@orientpressltd.com.
5. As mandated by SEBI, effective April 01, 2019 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized mode with a depository. Accordingly, the Members of the Company were requested to open a demat account and submit physical securities to their DPs.
6. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA (M/s, Universal Capital Securities Private Limited) in case the shares are held by them in physical form.
7. Members holding shares in demat form are hereby informed that bank registered with their respective Depository Participant with whom they maintain their account will be used by the Company for the payment of the dividend.
8. Members are requested to note that, dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, the same are liable to be transferred to the Investor Education and Protection Fund (IEPF). Further, as per Section 124(6) of the Act, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, all shares in respect of which dividend has not been paid/ claimed for a period of seven consecutive years are also liable to be transferred to the demat account of the IEPF. In view of this, Members who have so far not encashed their dividend are requested to make their claims forthwith to RTA.
9. Pursuant to Section 124 of the Act, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF authority. The due date for transferring the unclaimed/ unpaid dividend pertaining to dividend declared in financial year 2015-2016 is October 28, 2023.

During the year, amount of ₹63,729/- Un-claimed Dividend for the financial year 2014-2015 has been deposited in the Investors Education and Protection Fund.

The Company also transmitted 2527 Equity Shares of the Company into the DEMAT Account of the IEPF Authority in terms of the provisions of Section 124(6) of the Companies Act, 2013 and the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time. These Equity Shares were the Shares of such Shareholders whose unclaimed/ unpaid dividend pertaining to financial year 2014-2015 had been transferred into IEPF and who have not encashed their dividends for 7(Seven) subsequent financial years.

Concerned Shareholders may still claim the shares or apply for refund of their dividend to the IEPF Authority in Web Form No. IEPF-5 available on www.iepf.gov.in

In case the Dividend has remained unclaimed in respect of Dividend declared in financial year 2015-16 to 2018-19 the Shareholders may approach the Company with their dividend warrants for revalidation with the Letter of Undertaking for issue of duplicate dividend warrants. The Company regularly sends letters/emails to this effect to the concerned shareholders.
10. The voting rights on the shares lying with the IEPF shall remain frozen until the rightful owner of such shares claims the shares.
11. SEBI vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all security holders. Members holding shares in physical form are therefore, requested to submit the PAN and Bank Account details to RTA / Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, members are requested to submit a copy of bank passbook/ statement attested by bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective depository participant.
12. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
13. Members holding Physical shares in single name are advised to avail the nomination facility by filing Form SH- 13, as prescribed under Section 72 of the Act and Rule 19 (1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company. Blank forms will be supplied on request. Members holding shares in electronic mode may contact their respective depository participant for availing this facility.
14. Any query relating to financial statements is sent to the Company's registered email id at share@orientpressltd.com.

[com](http://www.orientpressltd.com) or at the Company's registered office at least seven days before the date of the AGM. The same will be replied by the Company suitably.

15. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the Meeting along with the Annual Report for FY 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report for FY 2022-23 will also be available on website of the Company, i.e. www.orientpressltd.com, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of the CDSL www.evotingindia.com.
16. Members who hold shares in physical form and have not registered / updated their email addresses with the Company, are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at by email to info@unisec.in or at Company's email id. shubhangi.lohia@orientpressltd.com by following due procedure.
17. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
18. All documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode during business hours on all days except Saturdays, Sundays and public holidays upto the date of the AGM. Members can inspect the same by sending an email to the Company at shubhangi.lohia@orientpressltd.com.
19. Since the AGM will be held through VC /OAVM the Route Map is not annexed in this Notice.
20. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Instructions for Members attending Meeting through VC/ OAVM.
21. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
22. Share transfer documents and all correspondence relating thereto, should be addressed to M/s. Universal Capital Securities Pvt. Ltd., C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai-400083, Registrar and Transfer Agent of the Company.
23. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
24. SEBI has mandated the submission of PAN by every participant of the securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company /Universal Capital Securities Pvt. Ltd.
25. As per Regulation 40(7) of the Listing Regulations, read with Schedule VII to the said Regulations, for registration of

transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Income Tax PAN Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company/ Universal Capital Securities Pvt. Ltd. for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / nominee(s). In exceptional cases, the transfer of physical shares is subject to the procedural formalities as prescribed under SEBI Circular No. SEBI/ HO/MIRSD/ DOS3/CIR/P/2018/139 dated November 06, 2018.

26. Information and other instructions relating to e-voting are as under:
 - I. Pursuant to the provisions of Section 108 and other applicable provisions of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, (as amended) and Regulation 44 of SEBI (LODR) the Listing Regulations, MCA Circulars and SEBI Circular the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.
 - II. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide E-voting facility to the Members.
 - III. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/ beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e., Monday, September 18, 2023. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
 - IV. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Monday, September 18, 2023 only shall be entitled to avail the facility of e-voting.
 - V. Members who are holding shares in physical form or who have not registered their email address with the Company/Depository or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date, i.e. Monday, September 18, 2023 such Member may obtain the User ID and password by sending a request at helpdesk.evoting@cdslindia.com or may temporarily get their email registered with the Company's Registrar and Share Transfer Agent M/s. Universal Capital Securities Pvt. Ltd. It is further clarified that for permanent registration of Email address, Members are required to register their Email address in respect of Electronic holdings with their concerned Depository Participant(s) and in respect of Physical Holdings with the Company's Registrar and Share Transfer Agent M/s. Universal Capital Securities Pvt. Ltd. by sending an E-mail at info@unisec.in by following due procedure.
However, if a Member is already registered with CDSL for e-voting then existing User ID and password can be used for casting vote.
 - VI. The Board of Directors of the Company has appointed Mr. Vinod Kumar Mandawaria, Practicing Company Secretary (Membership No. 2209; CP No. 2036) (Address: 28, Mogal Bldng. 2nd Floor, Vaju Kotak Road, Fort , Mumbai -400001) as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

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- VII. The Scrutinizer, after scrutinizing the votes, will, not later than forty eight hours from the conclusion of the Meeting; make a consolidated scrutinizer's report which shall be placed on the website of the Company and on the website of CDSL The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, CSDL and will also be displayed on the Company's website www.orientpressltd.com.
- VIII. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. Monday, September 25, 2023.
- IX. Information and other instructions relating to e-voting are as under:

- (i) The remote e-voting facility will be available during the following period:

Commencement of e-voting: From 9:00 a.m. (IST) on Friday, September 22, 2023. **End of e-voting:** Up to 5:00 p.m. (IST) on Sunday, September 24, 2023. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.

- (ii) The Members who have cast their vote by remote e-voting prior to the Meeting may also attend/ participate in the Meeting through VC / OAVM but shall not be entitled to cast their vote again.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies. Where the e-voting is in progress and as per information provided by company. On clicking the e-voting option, the user will be able to see the respective e-Voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting and voting during the meeting. Additionally, there is also links provided to access the system of all e-voting service providers i.e. CDSL/ NSDL/ KARVY/ LINKINTIME, so that the user can visit the e-Voting service providers' site directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-voting link on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.</p>
Individual Shareholders holding securities in Demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Votingservices. Click on</p>

	<p>“Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022-4886 7000 and 022-2499 7000.

(v) **Login method for e-Voting and joining virtual meeting for Physical and shareholders other than individual holding in Demat form.**

The shareholders should log on to the e-voting website www.evotingindia.com.

- (1) Click on “Shareholders” Module.
- (2) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Members holding shares in Physical Form should enter Folio Number registered with the Company OR Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can login at <https://www.cdslindia.com> from Login Myeasi using your login credentials. Once you successfully login to CDSL’s EASI/EASIEST e-services, click on e-voting option and proceed directly to cast your vote electronically
- (3) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (4) If you are a first time user follow the steps given below:

Login type	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ol style="list-style-type: none"> i. Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ol style="list-style-type: none"> i. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

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- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for Orient Press Limited on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If a Demat account holder has forgotten the existing password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional facility for Non – Individual Shareholders and Custodians- Remote Voting**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" modules.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [viz:shubhangi.lohia@orientpressltd.com](mailto:shubhangi.lohia@orientpressltd.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xvii) If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
- (xviii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE MEETING ARE AS UNDER:-

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. The Members can join the Meeting through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Meeting through VC/OAVM will be made available to at least 1000 members on first come first served basis. However the participation of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. are not restricted on first come first served basis.
5. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
6. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
7. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

8. Members who would like to express their views or ask questions during the Meeting may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at shubhangi.lohia@orientpressltd.com at least 7 days before the Meeting. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting.
9. The Shareholders who have not registered themselves can put the question on the chat box available on the screen at the time of the Meeting.
10. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
11. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES:

1. For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.

2. For Demat shareholders - Please update your email ID & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 22 55 33.

**By Order of the Board of Directors
For Orient Press Limited**

**Shubhangi Lohia
Company Secretary & Compliance Officer**

Place: Mumbai
Date: August 12, 2023

Registered Office:

L-31,MIDC, Tarapur Industrial Area,
Boisar 401 506, Dist. Palghar, Maharashtra
CIN: L22219MH1987PLC042083
Website: www.orientpressltd.com;
Email: share@orientpressltd.com

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EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 1

The Company is directed under the provisions of Section 148 of the Act, read with the Companies (Cost Records and Audit) Rules, 2014 ('the Rules') to have the audit of its cost records conducted by a cost accountant in practice. The Board, on the recommendation of the Audit Committee, had approved the appointment of M/s Bhanwarlal Gurjar & Co., CMA, Surat, (Membership No. 22597), and remuneration of the Cost Auditor of ₹2,50,000/- plus GST and reimbursement of actual expenses if any to conduct the audit of the cost records of the Company for the financial year ended March 31, 2023.

In accordance with the provisions of Section 148 of the Act read with Rules, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is being sought for the proposal contained in the resolution set out at Item No. 4 of the Notice of the remuneration payable to the Cost Auditors for the financial year ended March 31, 2023.

The Board recommends the resolution set out at Serial No. 3 of the accompanying Notice for the approval of the members of the Company by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution.

Item No. 2

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, No listed entity shall appoint a person or continue the Directorship of any person as a non-executive Director who has attained the age of seventy five years unless a Special Resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. Mr. Kannan Ramamirtham, an Independent Director of the Company was re-appointed for second term of continuous 5 years in the 31st Annual General Meeting of the Company held on 21st September, 2019 up to the conclusion of 36th Annual General Meeting of the Company to be held in calendar year 2024. He will attain the age of 75 years on 02nd June, 2024 and therefore he cannot continue to act as Director from 02nd June, 2024 unless Company obtains consent of the Members by a Special Resolution. Accordingly the Special Resolution at Serial No. 4 of the Notice is for the purpose. Mr. Kannan Ramamirtham is qualified as Post Graduate in Mathematics from Madras, PGDMS from Mumbai University and having rich experience of over 40 years in Investment banking and Finance Advisory. The Company will gain from his experience by continuing with his appointment as an Independent Director. This may be treated as re-appointment and therefore Company has obtained his consent. The Company has received declaration from him that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Kannan Ramamirtham fulfils the conditions for appointment as an Independent Directors as specified in the Act and the Listing Regulations. Details of Mr. Kannan Ramamirtham are provided in the "Annexure A" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. The Independent Director shall be paid remuneration by way of fees for attending

meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act.

Copy of draft letter of appointment of Mr. Kannan Ramamirtham setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company. Mr. Kannan Ramamirtham is interested in the resolution set out at Sr. No. 4 of the Notice with regard to his continuing as an Independent Director. Relatives of Mr. Kannan Ramamirtham may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the Special Resolution for approval of the members.

Item No.3

Mr. Sanjay Maheshwari joined the Company's Board as a Director with effect from 29th April 1991 and later on a Whole-Time Director. In terms of Section 152 of the Companies Act 2013 and the Articles of Association of the Company, Mr. Sanjay Maheshwari is due to retire by rotation at this meeting. However, he has not offered himself for re-appointment due to his proposed engagement in other business, resulting in a vacancy on the Board and, the Board has decided, subject to approval of shareholders, that the vacancy in the Board so created shall not be filled.

The Board recommends the Ordinary Resolution set out at Sr. No. 5 of Notice for approval of the members.

Item No. 4

Mr. Ramvilas Maheshwari is a promoter and Chairman cum Managing Director of the Company and is having over 50 years of experience in the field of Printing Industry. He has a degree in Bachelor of Commerce. His term of office will expire on September 30, 2023. As he is of 70 years old age he can be reappointed by passing a special resolution & giving justification of his re-appointment. He has excellent grasp and thorough knowledge and experience of not only in printing and its technology but also of flexible packaging. Looking into his knowledge of various aspects relating to the Company's affairs and business experience and on the recommendation of the Nomination & Remuneration Committee & Audit Committee, the Board of Directors at their meeting held on 12th August, 2023 was of the opinion that for smooth and efficient running of the business, the services of Mr. Ramvilas Maheshwari should be continued to be available to the Company and re-appointed him as Managing Director of the Company for a further period of three years with effect from 1st October, 2023 to 30th September, 2026 on existing remuneration and other terms and conditions given below subject to the approval of the Members of the Company:-

1. BASIC SALARY: ₹1,49,500/- per month
2. CONTRIBUTION TO PROVIDENT FUND: 12% of Basic Salary
3. PERQUISITES AND ALLOWANCES:
 - i. In addition to the salary and Contribution to Provident Fund the appointee shall also be entitled to perquisites and allowances like Accommodation (furnished or unfurnished) or House Rent Allowance together with reimbursement of expenses or allowances for utilities such as Gas, Electricity, Water, Furniture and Fixtures,

Furnishings and Repairs, Medical Reimbursements, Club Fees and Leave Travel concession for himself and his family, Medical and Personal Accident insurance premium, and such other perquisites and allowances in accordance with the rules of the Company or as maybe agreed by the Board of Directors and the appointee, subject however that these perquisites and allowances will be subject to a limit of ₹10,92,500/- per annum.

- ii. Provision for use of the Company's car for official duties and telephone at residence and mobile phone (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the above ceiling.
- iii. The Chairman & Managing Director shall be entitled to be reimbursed in respect of all expenses incurred by him (including traveling, entertainment etc.) for and on behalf of the Company. However, no sitting fees will be paid to the Chairman & Managing Director for attending the Meetings of the Board of Directors or Committee thereof.

4. INCREMENT

The Chairman & Managing Director will be entitled for such increments from time to time as decided by the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company within the maximum permissible limit specified in Schedule V of the Act.

Note:

1. For the purpose of perquisites stated here above, "family" means wife, dependent children of Mr. Ramvilas Maheshwari.
2. Perquisites shall be valued at actual cost to the Company.

MINIMUM REMUNERATION

The above remuneration will be paid as minimum remuneration to Mr. Ramvilas Maheshwari as the Company is in losses and therefore his appointment will be subject to the approval of members of the Company by a Special Resolution giving the necessary information and disclosure as specified in Schedule V of the Act. The appointment of Mr. Ramvilas Maheshwari can be terminated by either party by giving three months' notice in each case. The remuneration of Mr. Ramvilas Maheshwari is within the limit specified in Schedule V of the Companies Act, 2013. The Chairman & Managing Director shall subject to the superintendence and control of Board of Directors of the Company manage the whole business and affairs of the Company. As the company is in losses the re-appointment of the Managing Director has been made as per the provisions of Section II Part II of Schedule V of the Companies Act, 2013 and accordingly the disclosures required are given in **Annexure B** to this Notice. Pursuant to the provisions of Section 196(4) and any other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder read with Schedule V of the Companies Act, the re-appointment of Managing Director requires approval of the Members in General Meeting by a Special Resolution. The details of Mr. Ramvilas Maheshwari in pursuance of the provisions of the SEBI (LODR) Regulations, 2015 have been given in **Annexure - A** to this Notice. The above explanatory statement (together with Annexure thereto) shall be construed to be memorandum setting out the terms of the appointment/re-appointment as specified under Section 190 of the Companies Act, 2013. The Board of Directors therefore recommends the resolution as set out at Serial No. 6 of the Notice for approval of members of the Company by way of a Special Resolution. None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Ramvilas Maheshwari, Mr. Rajaram

Maheshwari and Mr. Prakash Maheshwari and their relatives is concerned or interested, financially or otherwise, in the said resolution.

Item No. 5

Mr. Rajaram Maheshwari, is a promoter and Whole Time Director of the Company and having over 50 years of experience in the field of Packaging industry. He has a degree in Bachelor of Science. The details of Mr. Rajaram Maheshwari in pursuance of the provisions of the SEBI (LODR) Regulations, 2015 have been given in **Annexure - A** given below. His term of appointment as a Whole Time Director of the Company will expire on 30th September, 2023. He has excellent grasp and thorough knowledge and experience of flexible packaging. Looking into his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors was of the considered opinion that for smooth and efficient running of the business, the services of Mr. Rajaram Maheshwari should be available to the Company for a further period of three years with effect from 1st October, 2023 to 30th September, 2026. In terms of the provisions of the Companies Act, and the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee & Audit Committee of the Board, the Board of Directors have at their meeting held on 12th August, 2023, reappointed him as a Whole Time Director, designated as Executive Director of the Company for a further period of three years with effect from 1st October, 2023 to 30th September, 2026 on existing remuneration and other terms and conditions given below subject to the approval of the Members in the General Meeting:-

1. BASIC SALARY: ₹1,49,500/- per month
2. CONTRIBUTION TO PROVIDENT FUND: 12% of Basic Salary
3. PERQUISITES AND ALLOWANCES:
 - i. In addition to the salary and Contribution to Provident Fund the appointee shall also be entitled to perquisites and allowances like Accommodation (furnished or unfurnished) or House Rent Allowance together with reimbursement of expenses or allowances for utilities such as Gas, Electricity, Water, Furniture and Fixtures, Furnishings and Repairs, Medical Reimbursements, Club Fees and Leave Travel concession for himself and his family, Medical and Personal Accident insurance premium, and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed by the Board of Directors and the appointee, however that these perquisites and allowances will be subject to a limit of ₹10,92,500/- per annum.
 - ii. Provision for use of the Company's car for official duties and telephone at residence and mobile phone (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the above ceiling.
 - iii. The Whole Time Director shall be entitled to be reimbursed in respect of all expenses incurred by him (including traveling entertainment etc.) for and on behalf of the Company. However, no sitting fees will be paid to the Whole Time Director for attending the Meetings of the Board of Directors or Committee thereof.

4. INCREMENT

The Whole Time Director will be entitled for such increments from time to time as decided by the Nomination and Remuneration Committee and Board of Directors of the

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Company within the maximum permissible limit specified in Schedule V of the Act.

Note:

1. For the purpose of perquisites stated here above, "family" means wife, dependent children and dependent parents of Mr. Rajaram Maheshwari.
2. Perquisites shall be valued at actual cost to the Company.

MINIMUM REMUNERATION

The above remuneration will be paid as minimum remuneration to Mr. Rajaram Maheshwari as the Company is in losses and will be subject to the approval of members of the Company by a Special Resolution to be obtained in a General Meeting giving the necessary information and disclosure as specified in Schedule V of the Act. The appointment with Mr. Rajaram Maheshwari may be terminated by either party by giving three months' notice in each case. The remuneration of Mr. Rajaram Maheshwari is within the ceiling limit specified in Schedule V of the Companies Act, 2013. The Whole Time Director shall be subject to the superintendence and control of Board of Directors of the Company, manage the Flexible Packaging Division of the Company. As the Company is in losses the re-appointment of the Whole Time Director has been made as per the provisions of Section II Part II of Schedule V of the Companies Act, 2013 and accordingly the disclosures required is given in **Annexure B** to this Notice. Pursuant to the provisions of Section 196(4) and any other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder read with Schedule V of the Companies Act, the re-appointment of Whole Time Director requires approval of the Members in General Meeting. The brief resume of Mr. Rajaram Maheshwari is provided in **Annexure A** to the Notice. The above explanatory statement (together with Annexure thereto) shall be construed to be memorandum setting out the terms of the appointment/re-appointment as specified under Section 190 of the Companies Act, 2013. The Board of Directors therefore recommends the resolution as set out in Serial No. 7 of the Notice for approval of members of the Company by way of Special Resolutions. None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Ramvilas Maheshwari, Mr. Rajaram Maheshwari and Mr. Sanjay Maheshwari and their relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No. 6

Mr. Prakash Maheshwari, is a promoter and Whole Time Director of the Company and having over 25 years of experience in the field of printing. He has a degree in Mechanical Engineering. The details of Mr. Prakash Maheshwari in pursuance of the provisions of the SEBI (LODR) Regulations, 2015, have been given in **Annexure A** given below. His term of appointment as a Whole Time Director of the Company will expire on 31st October, 2023. He has excellent grasp and thorough knowledge and experience of printing division. Looking into his knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors was of the considered opinion that for smooth and efficient running of the business, the services of Mr. Prakash Maheshwari should be available to the Company for a further period of three years with effect from 1st November, 2023 to 31st October, 2026. In terms of the provisions of the Companies Act, and the Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee & Audit Committee of the Board, the Board of Directors have at their meeting held on 12th August, 2023, re-appointed him as Whole Time Director of the Company for a further period of three years with effect from 1st November, 2023 to 31st October, 2026 on following remuneration and other terms and conditions subject to the approval of the Members in the General Meeting:-

1. BASIC SALARY: ₹103,500/- per month
2. CONTRIBUTION TO PROVIDENT FUND: 12% of Basic Salary
3. PERQUISITES AND ALLOWANCES:
 - i. In addition to the salary and Contribution to Provident Fund the appointee shall also be entitled to perquisites and allowances like Accommodation (furnished or unfurnished) or House Rent Allowance together with reimbursement of expenses or allowances for utilities such as Gas, Electricity, Water, Furniture and Fixtures, Furnishings and Repairs, Medical Reimbursements, Club Fees and Leave Travel concession for himself and his family, Medical and Personal Accident insurance premium, and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed by the Board of Directors and the appointee, subject however that these perquisites and allowances will be subject to a limit of ₹6,90,000/- per annum.
 - ii. Provision for use of the Company's car for official duties and telephone at residence and mobile phone (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the above ceiling.
 - iii. The Whole Time Director shall be entitled to be reimbursed in respect of all expenses incurred by him (including traveling entertainment etc.) for and on behalf of the Company. However, no sitting fees will be paid to the Whole Time Director for attending the Meetings of the Board of Directors or Committee thereof.

4. INCREMENT

The Whole Time Director will be entitled for such increments from time to time as decided by the Nomination and Remuneration Committee and Board of Directors of the Company within the maximum permissible limit specified in Schedule V of the Act.

Note:-

1. For the purpose of perquisites stated here above, "family" means wife, dependent children and dependent parents of Mr. Prakash Maheshwari.
2. Perquisites shall be valued at actual cost to the Company.

MINIMUM REMUNERATION

The above remuneration will be paid as minimum remuneration to Mr. Prakash Maheshwari as the Company is in losses and will be subject to the approval of members of the Company by an Ordinary Resolution to be obtained in a General Meeting giving the necessary information and disclosure as specified in Schedule V of the Act. The appointment with Mr. Prakash Maheshwari may be terminated by either party by giving three months' notice in each case. The remuneration of Mr. Prakash Maheshwari is within the ceiling limit specified in Schedule V of the Companies Act, 2013. The Whole Time Director shall be subject to the superintendence and control of Board of Directors of the Company, manage the marketing work of printing division of the Company. As the Company is in losses the appointment of the Whole Time Director has been made as per the provisions of Section II Part II of Schedule V of the Companies Act, 2013 and accordingly the disclosures required is given in **Annexure B** to this Notice. Pursuant to the provisions of Section 196(4) and any other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder read with Schedule V of the Companies Act, the re-appointment of Whole Time Director requires approval of the Members in General Meeting. The brief

resume of Mr. Prakash Maheshwari is provided in **Annexure A** to the Notice. The above explanatory statement (together with Annexure thereto) shall be construed to be memorandum setting out the terms of the appointment/re-appointment as specified under Section 190 of the Companies Act, 2013.

The Board of Directors therefore recommends the resolution as set out at Serial No. 8 of the Notice for approval of members of the Company by way of an Ordinary Resolution. None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Ramvilas Maheshwari, and his relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No. 7

In accordance with the provision of Regulation 17(6)(e) added through SEBI (LODR) (Amendment) Regulations, 2018, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by a special resolution in general meeting, if-

- (i) the annual remuneration payable to such executive director exceeds ₹5 Crore or 2.5 per cent of the net profits of the listed entity calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

Mr. Ramvilas Shankarlal Maheshwari, Chairman & Managing Director, Mr. Rajaram Shankarlal Maheshwari, Executive Director, and Mr. Prakash Maheshwari Whole-Time Directors are promoters of the Company. The Consent of the Members is required for remuneration payable to them which is more than 5% of the net profits of the Company in a financial year, in aggregate. This has necessitated seeking fresh approval of the Members by way of a special resolution for payment of remuneration as per terms and conditions of the appointment of aforesaid Executive Directors details of which have been given in Explanatory Statement at item no. 4 to 6 of this Notice from the date of their re-appointment till the expiry of their term i.e. from 1st October, 2023 to 30th September, 2026 for Mr. Ramvilas Shankarlal Maheshwari, Chairman & Managing Director & Mr. Rajaram Shankarlal Maheshwari, Executive Director and from 1st November, 2023 to 31st October, 2026 for Mr. Prakash Maheshwari, Whole-Time Director, in order to comply with the above mentioned Regulation 17(6)(e)(ii) of SEBI (LODR) Regulations, 2015.

The Board of Directors therefore recommends the resolution as set out at Serial No. 9 of the Notice for approval of members of the Company by way of a Special Resolution.

Except Mr. Ramvilas Shankarlal Maheshwari, Mr. Rajaram Shankarlal Maheshwari and Mr. Prakash Maheshwari and their relatives none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

Item No. 8

The Company wants to expand its business operations by way of entering into new business of manufacturing, processing, selling, mixing, compounding, importers, exporters, commission agents, suppliers, representatives and dealers in all kinds of Candles, incense sticks, Fragrances, Perfumes, and other Aroma products for increasing scale of its operations & profitability in future. As the proposed business is not included in the existing Main Objects of the Memorandum of Association of the Company, the Company is required to alter its Main Objects of the Memorandum of Association. As per the provisions of Section 13(1) of the

Companies Act, 2013 the Memorandum of Association of the Company can be altered by obtaining approval of the Members of the Company by passing a Special Resolution. The Copy of the proposed MOA of the Company would be available for inspection for the Members at the Registered Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m. till the date of Annual General Meeting. The Special Resolution set out at Serial No. 10 of the Notice is for this purpose.

As per the provisions of Section 13(9) of the Companies Act, 2013, the Registrar shall register any alteration of the Memorandum with respect to the main objects of the Company and certify the registration within a period of 30 days from the date of filing of the Special Resolution & the alteration made shall not have any effect until it has been registered by the Registrar.

The Board of Directors therefore recommends the resolution as set out at Serial No. 10 of the Notice for approval of members of the Company by way of a Special Resolution.

Item No. 9

The Members of the Company in the 26th Annual General Meeting of the Company held on 27th September, 2014 had given their consent to the Board of Directors of the Company to accept Fixed Deposits from the Members of the Company from time to time up to an amount of ₹10 Crores subject to compliance of provisions of Section 73 of the Companies Act, 2013 & the Companies (Acceptance of Deposits) Rules, 2014. The Board of Directors of the Company thereafter accepted fixed deposits from the Members of the Company from time to time within a limit of ₹8 Crores outstanding at any one time and the Company do not want to accept fixed deposits in excess of ₹8 crores outstanding at any one time on net out basis i.e. excluding the amount of fixed deposits repaid/ renewed from the new fixed deposits accepted/ renewed during any Financial year in future. Therefore the Board of Directors decided to obtain a fresh consent from the Members of the Company for accepting fixed deposits from the Members of the Company. The Ordinary Resolution set out at Serial No. 11 of the Notice is for this purpose. The Board of Directors recommend the Resolution for the consent of the members of the Company.

The Director of the Company and their relatives & Key Managerial Personnel may be deemed to be interested in the resolution to the extent of any fixed deposit given to the Company by them and the receipt of interest thereon from the Company. Save and except the above, none of the Directors & Key Managerial Personnel of the Company & their relatives is in any way, concerned or interested, financially or otherwise, in the Resolution.

For Orient Press Limited

Shubhangi Lohia
Company Secretary & Compliance Officer

Place: Mumbai
Date: August 12, 2023

Registered Office:

L-31, MIDC, Tarapur Industrial Area,
Boisar 401 506, Dist. Palghar, Maharashtra
CIN: L22219MH1987PLC042083
Website: www.orientpressltd.com;
Email: share@orientpressltd.com

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ANNEXURE A

Additional Information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are provided herein below:

Particulars	Mr. Ramvilas Maheshwari	Mr. Rajaram Maheshwari	Mr. Prakash Maheshwari	Mr. Kannan Ramamirtham
Director Identification Number (DIN)	00250378	00249954	00249736	00227980
Date of Birth	28.04.1946	14.01.1950	16.11.1973	02.06.1949
Date of Appointment	02.01.1987	10.07.1987	15.07.1994	26.05.2010
Nationality	Indian	Indian	Indian	Indian
Qualifications	Commerce Graduate	Science Graduate	Mechanical Engineer	Post Graduate in Mathematics From Madras, PGDMS From Mumbai University.
Experience and expertise in specific functional areas	More than 50 years of industry experience in the field of Marketing & Printing of products.	50 years of industry experience in the field of flexible packaging.	25 years of industry experience in the field of Marketing & Printing of products.	He is having rich experiences of over 40 years in Investment Banking & Finance Advisory.
Terms and Conditions of Re-appointment	As mentioned in the resolution and Explanatory Statement.	As mentioned in the resolution and Explanatory Statement.	As mentioned in the resolution and Explanatory Statement.	N.A.
Remuneration last drawn (including sitting fees, if any)	₹20,31,202/-	₹20,31,202/-	₹13,53,094/-	₹30,000/-
Remuneration proposed to be paid	As mentioned in the resolution and Explanatory Statement.	As mentioned in the resolution and Explanatory Statement.	As mentioned in the resolution and Explanatory Statement.	N.A.
Number of Shares held in the Company as on March 31, 2023.	590150	366772	96850	Nil
Directorship held in other Companies as on (March 31, 2023) (excluding alternate directorship, foreign companies and companies under Section 8 of the Companies Act, 2013)	1. Orient Flexipack Limited	1. Orient Flexipack Limited	NIL	1. Hindustan Zinc Limited 2. Ram Ratna Wires Limited 3. Jyoti Structures Limited 4. New Leaf Educational Products Private Limited 5. PTC cables PVT LTD 6. Talwandi Sabo Power Limited 7. Lakecity Ventures Private Limited 8. Orionsayi Consultant Private Limited 9. Bharat Re-Insurance Brokers Private Limited 10. Athena Infonomics India Private Limited.
Number of meetings of the Board attended during the financial year	Please refer Corporate Governance Report section of the Annual Report 2022-23.	Please refer Corporate Governance Report section of the Annual Report 2022-23.	Please refer Corporate Governance Report section of the Annual Report 2022-23.	Please refer Corporate Governance Report Section of the Annual Report 2022-23.
Committee position held in other companies (Chairmanship/Membership of Audit & Stakeholders Relationship Committee of other Public Companies as on March 31, 2023).	NIL	NIL	NIL	Audit Committee Chairman- 1. Jyoti Structures Limited Member- 1. Ram Ratna Wires Limited Stakeholders Relationship Committee Chairman- 1. Ram Ratna Wires Limited Member- 1. Jyoti Structures Limited
Relationship with other Directors/Key Managerial Personnel	Mr. R.V. Maheshwari is the brother of Mr. Rajaram Maheshwari and father of Mr. Prakash Maheshwari.	Mr. R. R. Maheshwari is the brother of Mr. R. V. Maheshwari and father of Mr. Sanjay Maheshwari.	Mr. Prakash Maheshwari is the Son of Mr. Ramvilas Maheshwari, Managing Director of the Company	N.A.

The other Disclosures as required under Schedule V Part II Section II-Paragraph B (iv) is provided hereunder:

I. GENERAL INFORMATION

- (1) Nature of Industry: Printing & Packaging.
- (2) Date or expected date of commencement of commercial production: N.A., since the Company has already commenced its business activities.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.
- (4) Financial performance based on given indicators: Financial performance of the Company during last three years:

(₹ in Lakhs)

Financial Parameters	Financial Year		
	2022-2023	2021-2022	2020-2021
Total Revenue	17,348.20	16,449.64	14,325.28
Depreciation	403.65	442.92	565.56
Total Expenses (Excluding Depreciation)	17,416.40	16,563.21	14,250.38
Profit / (Loss) after Tax	(338.51)	(359.81)	(347.39)
Equity Share Capital	1,000.00	1,000.00	1,000.00
Reserves & Surplus (Other Equity)	5,917.64	6,249.73	6,593.57
Earnings Per Share	(3.39)	(3.60)	(3.47)

- (5) Foreign Investments or collaborations, if any: There is no direct foreign investment in the Company except to the extent shares held. There is no foreign collaboration in the Company.

II Information about the Appointee

Particulars	Mr. Ramvilas Maheshwari	Mr. Rajaram Maheshwari	Mr. Prakash Maheshwari
Background details	More than 50 years of industry experience in the field of Marketing & Printing of products.	50 years of industry experience in the field of flexible packaging.	26 years of industry experience in the field of Marketing & Printing of products.
Job profile and suitability	He was working as Chairman & Managing Director of the Company, to manage the whole business and affairs of the Company. Proposed to be re-appointed for same job profile.	He was working as Executive Director of the Company, to look after the purchase/ procurement and sale of material for flexible packaging Division of the Company. Proposed to be re-appointed for same job profile.	He was working as Whole-Time Director of the Company, to look after the purchase/ procurement and sale of material for printing Division and Paper Board Division of the Company. Proposed to be re-appointed for same job profile.
Past Remuneration	₹20,31,202/-	₹20,31,202/-	₹13,53,094/-
Remuneration proposed to be paid	As mentioned in the resolution and Explanatory Statement.	As mentioned in the resolution and Explanatory Statement.	As mentioned in the resolution and Explanatory Statement.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Apart from receiving Managerial Remuneration, he does not have any other pecuniary relationship with the Company except his relationship with managerial personnel as, Mr. R.V. Maheshwari is the brother of Mr. Rajaram Maheshwari and father of Mr. Prakash Maheshwari. Further, he holds 590150 equity shares in the Company.	Apart from receiving Managerial Remuneration, he does not have any other pecuniary relationship with the Company except his relationship with managerial personnel as, Mr. R. R. Maheshwari is the brother of Mr. R. V. Maheshwari and father of Mr. Sanjay Maheshwari. Further he holds 366772 equity shares in the Company.	Apart from receiving Managerial Remuneration, he does not have any other pecuniary relationship with the Company except his relationship with managerial personnel as, Mr. Prakash Maheshwari is the Son of Mr. Ramvilas Maheshwari, Managing Director of the Company. Further, he holds 96850 equity shares in the Company.

III. Other information:

1. Reasons of loss or inadequate profits

Raw Material

There has been an increase in key raw material prices and other cost of packaging & printing segment, international market conditions for petrochemicals affecting raw material prices, and general slowdown of Indian economy.

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Marketing Difficulties

The demand for the Companies principal products has been declining for the last few years, very low level of printing of capital market stationery etc. The company faces aggressive competition from other players.

Financial Cost

The Company has been facing inflated financial cost.

2. Steps taken or proposed to be taken for improvement

To mitigate the adverse impact, the Company took various measures such as making alternate arrangements to operate to it full production capacity. The Company is also exploring the new markets for sale. The Company also propose to diversify its business in future.

3. Expected increase in productivity and profits in measurable terms

The management has adopted focused and aggressive business strategies in all spheres of functions to improve the sales and profitability of the Company. Considering the present business scenario, the Company is expecting increase in revenue and profitability. The Management is confident of keeping a higher growth ratio in the period to come and strong belief that business improvement will sustain in future.

IV Disclosures

The remuneration packages of all the managerial persons are given in the respective resolutions.

The required information about the service contract, notice period, severance fees etc. is given in Explanatory Statement annexed to this Notice.

**By Order of the Board of Directors
For Orient Press Limited**

**Shubhangi Lohia
Company Secretary & Compliance Officer**

Mumbai, August 12, 2023